

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known) Chapter **11**☐ Check if this an amended filing

## Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>Entrust Energy Operations, Inc.</u>	
2. All other names debtor used in the last 8 years <small>Include any assumed names, trade names and doing business as names</small>	<u>FKA Retail OPCO Operations, Inc.</u>	
3. Debtor's federal Employer Identification Number (EIN)	<u>27-3737479</u>	
4. Debtor's address	<b>Principal place of business</b>  <u>1301 McKinney Street</u> <u>Suite 2950</u> <u>Houston, TX 77010</u> <small>Number, Street, City, State &amp; ZIP Code</small>  <u>Harris</u> <small>County</small>	<b>Mailing address, if different from principal place of business</b>  <hr/> <small>P.O. Box, Number, Street, City, State &amp; ZIP Code</small>  <b>Location of principal assets, if different from principal place of business</b>  <hr/> <small>Number, Street, City, State &amp; ZIP Code</small>
5. Debtor's website (URL)	<u>www.entrustenergy.com</u>	
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	

Debtor **Entrust Energy Operations, Inc.**  
Name

Case number (if known)

**7. Describe debtor's business** A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

## B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.  
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2211**8. Under which chapter of the Bankruptcy Code is the debtor filing?** Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check **all** that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **Entrust Energy Operations, Inc.**  
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☐ No  
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **See Attachment**

District

When

Relationship

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State &amp; ZIP Code

Is the property insured?

☐ No☐ Yes.

Insurance agency

Contact name

Phone

### Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated Assets

☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

16. Estimated liabilities

☒ \$0 - \$50,000☐ \$1,000,001 - \$10 million☐ \$500,000,001 - \$1 billion

Debtor	<b>Entrust Energy Operations, Inc.</b>	Case number <i>(if known)</i> _____
	Name	
	<input type="checkbox"/> \$50,001 - \$100,000 <input type="checkbox"/> \$100,001 - \$500,000 <input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$10,000,001 - \$50 million <input type="checkbox"/> \$50,000,001 - \$100 million <input type="checkbox"/> \$100,000,001 - \$500 million
		<input type="checkbox"/> \$1,000,000,001 - \$10 billion <input type="checkbox"/> \$10,000,000,001 - \$50 billion <input type="checkbox"/> More than \$50 billion

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Debtor **Entrust Energy Operations, Inc.**  
Name

Case number (if known)

**Request for Relief, Declaration, and Signatures****WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **March 30, 2021**  
MM / DD / YYYY**X /s/ C. Alexis Keene**

Signature of authorized representative of debtor

**C. Alexis Keene**

Printed name

Title **President, CEO and Secretary****18. Signature of attorney****X /s/ Elizabeth A. Green - So. Dist. Fed ID 903144**

Signature of attorney for debtor

Date **March 30, 2021**

MM / DD / YYYY

**Elizabeth A. Green - So. Dist. Fed ID 903144**

Printed name

**Baker & Hostetler LLP**

Firm name

**200 S. Orange Avenue  
Suite 2300  
Orlando, FL 32801**

Number, Street, City, State &amp; ZIP Code

Contact phone **407-649-4000**Email address **egreen@bakerlaw.com****#903144 TX**

Bar number and State

Debtor **Entrust Energy Operations, Inc.**  
Name

Case number (if known)

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter **11**☐ Check if this an amended filing**FORM 201. VOLUNTARY PETITION****Pending Bankruptcy Cases Attachment**

Debtor	<b>Akyta Holdings, Inc.</b>		Relationship to you	<b>affiliate entity</b>
District	<b>Southern District of Texas</b>	When	Case number, if known	
Debtor	<b>Akyta IP, Inc.</b>		Relationship to you	<b>affiliate entity</b>
District	<b>Southern District of Texas</b>	When	Case number, if known	
Debtor	<b>Akyta, Inc.</b>		Relationship to you	<b>affiliate entity</b>
District	<b>Southern District of Texas</b>	When	Case number, if known	
Debtor	<b>Energistics, Inc.</b>		Relationship to you	<b>affiliate entity</b>
District	<b>Southern District of Texas</b>	When	Case number, if known	
Debtor	<b>Enserve, Inc.</b>		Relationship to you	<b>affiliate entity</b>
District	<b>Southern District of Texas</b>	When	Case number, if known	
Debtor	<b>Entrust Energy East, Inc.</b>		Relationship to you	<b>affiliate entity</b>
District	<b>Southern District of Texas</b>	When	Case number, if known	
Debtor	<b>Entrust Energy, Inc.</b>		Relationship to you	<b>affiliate entity</b>
District	<b>Southern District of Texas</b>	When	Case number, if known	
Debtor	<b>Entrust Treasury Mangement Services, Inc.</b>		Relationship to you	<b>affiliate entity</b>
District	<b>Southern District of Texas</b>	When	Case number, if known	
Debtor	<b>Knocked, Corp.</b>		Relationship to you	<b>affiliate entity</b>
District	<b>Southern District of Texas</b>	When	Case number, if known	
Debtor	<b>NGAE, Inc.</b>		Relationship to you	<b>affiliate entity</b>
District	<b>Southern District of Texas</b>	When	Case number, if known	
Debtor	<b>Power of Texas Holdings, Inc.</b>		Relationship to you	<b>affiliate entity</b>
District	<b>Southern District of Texas</b>	When	Case number, if known	
Debtor	<b>SPH Investments, Inc.</b>		Relationship to you	<b>affiliate entity</b>
District	<b>Southern District of Texas</b>	When	Case number, if known	
Debtor	<b>Strategic Power Holdings, Inc.</b>		Relationship to you	<b>affiliate entity</b>
District	<b>Southern District of Texas</b>	When	Case number, if known	
Debtor	<b>Surge Direct Sales, Inc.</b>		Relationship to you	<b>affiliate entity</b>
District	<b>Southern District of Texas</b>	When	Case number, if known	

**United States Bankruptcy Court  
Southern District of Texas**

In re **Entrust Energy Operations, Inc.**

Debtor(s)

Case No.

Chapter

**11**

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Entrust Energy, Inc. 1301 McKinney Street Suite 2950 Houston, TX 77010</b>			<b>100% ownership interest</b>

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the **President, CEO and Secretary** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **March 30, 2021**Signature **/s/ C. Alexis Keene**  
**C. Alexis Keene**

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court  
Southern District of Texas**

In re **Entrust Energy Operations, Inc.**

Debtor(s)

Case No.

Chapter

**11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Entrust Energy Operations, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Entrust Energy, Inc.**  
**1301 McKinney Street**  
**Suite 2950**  
**Houston, TX 77010**

☐ None [*Check if applicable*]

**March 30, 2021**

Date

**/s/ Elizabeth A. Green - So. Dist. Fed ID 903144**

**Elizabeth A. Green - So. Dist. Fed ID 903144**

Signature of Attorney or Litigant

Counsel for **Entrust Energy Operations, Inc.**

**Baker & Hostetler LLP**

**200 S. Orange Avenue**

**Suite 2300**

**Orlando, FL 32801**

**407-649-4000 Fax: 407-841-0168**

**egreen@bakerlaw.com**



**Fill in this information to identify the case:**

Debtor name **Entrust Energy, Inc., et al.**  
 United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF TEXAS**  
 Case number (if known): \_\_\_\_\_

☐ Check if this is an  
 amended filing

**Official Form 204****Chapter 11 or Chapter 9 Cases: CONSOLIDATED List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
AEP PO Box 2121 Corpus Christie, TX 78403	(325) 674-7389 trgutierrez@aep.com	TDSP				\$1,494,140.98
Bandon River Capital, LLC 14785 Preston Road Suite 1030 Dallas, TX 75254	214-649-5704 info@bandonrivercapital.com	Broker Commissions				\$1,087,296.06
Burly Corp. of North America 754 N. Burleson Blvd Burleson, TX 76028	(817) 295-1128	Broker Commissions				\$2,383.32
Centerpoint PO Box 4567 Houston, TX 77210	713-207-5112 Alva.Jones@centerpointenergy.com	TDSP				\$1,948,540.77
CobbleStone Systems 428 S. White Horse Pike Lindenwold, NJ 08021	accounting@cobblestonesystem.com	Contract Labor				\$1,832.47
Customer Choice Utilities 1433 Meadow Lakes Azle, TX 76020	(817) 308-0586 customerchoiceutilities@gmail.com	Broker Commissions				\$2,625.00

Debtor **Entrust Energy, Inc., et al.**

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Electric Reliability Council of Texas, Inc. (ERCOT) ATTN: Legal Department 7620 Metro Center Drive Austin, TX 78744-1654	1-866-870-8124 HelpDesk@ercot.com	Supply Obligations	Disputed			\$270,270,342.84
Electricity Ratings, LLC 1502 Sawyer Street Suite 130 Houston, TX 77007	866-303-9147 moberle@texaselectricityratings.com	Broker Commissions				\$4,294.36
Exclusive Texas Group 2343 Athens Street Brownsville, TX 78520		Broker Commissions				\$1,542.58
Experian PO Box 881971 Los Angeles, CA 90088-1971	800-831-5614 billing.questions@experian.com	Collections				\$4,265.25
Floqast, Inc. 14721 Califa Street Sherman Oaks, CA 91411	818-698-8262 accounting@floqast.com	Accounting				\$11,512.80
G & K Marketing LLC 2222 Westerland Drive, Apt. 58 Houston, TX 77063		Broker Commissions				\$1,417.44
JP Morgan Chase 712 Main Street Floor 9 Mail Code: TX2-N302 Houston, TX 77002	713-216-7862 Tiffany.Dugar@chase.com	PPP Loan + interest	Contingent			\$1,614,253.88
Leslie Torres 10301 Buffalo Speedway #1405 Houston, TX 77054		Broker Commissions				\$1,800.00

Debtor **Entrust Energy, Inc., et al.**

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Lowfoot, Inc. 2-125 The Queensway Suite 200 Toronto M8Y 1H6 CANADA	peter@lowfoot.com	IT				\$4,893.70
MAJ Marketing LLC 10935 Estate Lane Suite S128 Dallas, TX 75328	(214) 377 9400 info@majmarketing.com	Broker Commissions				\$36,452.68
Meriplex Communication, Ltd. 10111 Richmond Avenue Suite 500 Houston, TX 77042	(866) 637-4235 billing@meriplex.com	IT				\$1,827.50
New York State Research and Development 17 Columbia Circle Albany, NY 12203	518-862-1090 nygats@apx.com	COGS – REC's				\$6,121.28
Nippon Gas Co., Ltd. 4-31-8 Yoyogi Shibuya-ku Tokyo 151-8582 JAPAN	+81-3-5308-2116 kashiwaya13014@nichigas.co.jp	Shareholder Loans + Interest	Insider			\$59,146,038.00
Nippon Gas USA, Inc. 1675 South State St. Suite B Dover, DE 19901	+81-3-5308-2116 kashiwaya13014@nichigas.co.jp	Shareholder Loan + Interest	Insider			\$8,648,225.00
NorthAmerican Venture Capital 12225 Greenville Avenue Suite 1010 Dallas, TX 75243	214-543-7031 andrea.france@navcllc.com	Broker Commissions				\$9,099.81
NYC Department of Finance 66 John St 2nd floor New York, NY 10038	212-639-9675 https://nycdepartmentoffinance.dynamics365portals.us/contact-us/	NYC Utility Tax	Disputed			\$1,343,418.76

Debtor **Entrust Energy, Inc., et al.**

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Oncor 1616 Woodall Rodgers Freeway Dallas, TX 75202	214-486-5484 Tamara.Brazile2@oncor.com	TDSP				\$2,230,589.67
Platinum Xchange Enterprises, Inc. 3033 Chimney Rock Rd. Houston, TX 77056		Broker Commissions				\$5,458.93
PJM NORDEO/NEAST/NE SDAY 2750 Monroe Blvd. Audubon, PA 19403	(866) 400-8980 mrkt_settlement_ops@pjm.com	COGS				\$1,775,758.97
RSM US LLP 331 W. 3 <sup>rd</sup> Street Suite 200 Davenport, IA 52801	alice.mulholland@rsmus.com	IT				\$3,357.70
Saracen Energy Advisors LP 3033 W. Alabama Street Houston, TX 77098	713-285-2900	COGS – Load Management				\$7,873.98
Texas Comptroller of Public Accounts 111 E 17th St Austin, TX 78774	800-252-5555 <a href="https://comptroller.texas.gov/web-forms/tax-help/">https://comptroller.texas.gov/web-forms/tax-help/</a>	Sales Tax Audit Penalty	Disputed			\$1,610,201.10
Texas New Mexico Power 1207 W. Parkwood Avenue Friendswood, TX 77546	800-738-5579 TNMPBilling@tnpe.com	TDSP				\$192,005.36
WhitePages Pro Dept. LA 24184 Pasadena, CA 91185	accountsreceivable@ekata.com	Dues and Subscriptions				\$1,838.85

**Fill in this information to identify the case:**Debtor name Entrust Energy Operations, Inc.United States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXAS

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

## Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest CONSOLIDATED Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 30, 2021X /s/ C. Alexis Keene

Signature of individual signing on behalf of debtor

C. Alexis Keene

Printed name

President, CEO and Secretary

Position or relationship to debtor

**ACTION BY WRITTEN CONSENT  
OF THE  
SOLE SHAREHOLDER  
OF  
ENTRUST ENERGY OPERATIONS, INC.**

The undersigned, being the sole shareholder (the "**Shareholder**") of Entrust Energy Operations, Inc., a Texas corporation (the "**Company**"), pursuant to Section 21.728 of the Texas Business Organizations Code, hereby consents to, authorizes and adopts the following resolutions, by written consent without a meeting, and takes the following actions with the same force and effect as if such resolutions had been duly adopted and such actions duly taken at a meeting of the Shareholder duly called and convened for such purpose to be deemed to be effective as of the date set forth below.

***Election of Sole Director***

WHEREAS, Shoichiro Osawa has tendered his resignation as the sole director of the Company effective as of March 10, 2021;

NOW, THEREFORE, BE IT RESOLVED, that the Shareholder hereby accepts Mr. Osawa's resignation as the director of the Company.

Election of Sole Director

RESOLVED FURTHER, that the following person is hereby elected as sole director of the Company, effective as of March 22, 2021, to serve until the next annual meeting of the Shareholder or until her respective successor is duly elected and qualified:

Anna Phillips

***Voluntary Bankruptcy Filing***

WHEREAS, the Shareholder has considered, among other things, the financial and operational condition of the Company and the Company's business on the date hereof, the assets of the Company, the current and long-term liabilities of the Company, the options available to the Company, the advice of management, and the recommendations of the Company's legal advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of title 11 of the United States Code (the "**Bankruptcy Code**"); and

WHEREAS, in light of the foregoing, the Shareholder has determined that it is desirable and in the best interests of the Company, its creditors and other parties in interest to commence a case under chapter 11 of the Bankruptcy Code (the "**Bankruptcy Case**").



**NOW, THEREFORE, BE IT RESOLVED**, that the Shareholder hereby authorizes and empowers the Company to execute and file a voluntary petition for relief (the "**Petition**") under chapter 11 of the Bankruptcy Code, in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "**Bankruptcy Court**") or such other venue as the Shareholder may designate; and

**RESOLVED FURTHER**, that the Shareholder hereby authorizes and empowers C. Alexis Keene, President, Chief Executive Officer, and Secretary of the Company, or any one or more of its designees (each, an "**Authorized Officer**"), for and on behalf of the Company and in its name, to do the following: (i) execute and verify the Petition and all documents ancillary thereto, and to cause the Petition to be filed with the Bankruptcy Court; (ii) enter into, execute, verify, file, negotiate and deliver all other petitions, affidavits, declarations, settlements, motions, notices, schedules, lists, disclosures, pleadings, applications, statements, sale agreements, plans and other documents that, in the judgment of the Authorized Officer, may be appropriate, necessary or desirable; (iii) commence any litigation that is deemed appropriate or necessary to further the Company's interests in conjunction with the Bankruptcy case; and (iv) to take any and all actions that, in the judgment of the Authorized Officer, may be appropriate, necessary or desirable to further the Company's interests in connection with the Bankruptcy Case; and

**RESOLVED FURTHER**, that the Company and each of the Authorized Officers is hereby authorized, directed, and empowered, on behalf of the Company, to employ, and pay any appropriate retainers or compensation to, the law firm of Baker & Hostetler LLP, to represent the Company as legal counsel to the debtor-in-possession in the prosecution of the Bankruptcy Case, subject to any necessary approvals by the Bankruptcy Court; and

**RESOLVED FURTHER**, that each Authorized Officer, acting on behalf of the Company, is authorized and empowered to retain such other professionals as deemed necessary, appropriate or desirable, upon such terms and conditions as he or she shall approve, to render services to the Company in connection with its Bankruptcy Case and with respect to other related matters in connection therewith, subject to Bankruptcy Court approval, if required; and

**RESOLVED FURTHER**, that each Authorized Officer, acting on behalf of the Company, is authorized and empowered to incur all such fees and expenses deemed to be necessary, appropriate, or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete the Bankruptcy Case, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and

**RESOLVED FURTHER**, that each Authorized Officer, acting on behalf of the Company, is authorized and empowered to certify and attest to any documents or materials deemed necessary, desirable, or appropriate to consummate the transactions contemplated by the foregoing resolutions, without the necessity of further approvals or consents by the Shareholder, or the affixing of any seal of the Company; and

**RESOLVED FURTHER**, that the Shareholder hereby ratifies and confirms all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts and transactions would have been authorized and approved by the foregoing resolutions except that

such acts and transactions were taken prior to the adoption of such resolutions, be, and they hereby are, in all respects confirmed, approved, and ratified; and

**RESOLVED FURTHER**, that this Written Consent may be executed in multiple counterparts and by facsimile signature or other electronic means (including pdf), and such facsimile or electronic signatures will have the same effect as original signatures.

*[Remainder of the page intentionally left blank; signature page follows.]*



**IN WITNESS WHEREOF**, the undersigned has hereunto subscribed its name as of March 22, 2021.

**SOLE SHAREHOLDER:**

**ENTRUST ENERGY, INC.**

By: 

Name: C. Alexis Keene

Title: President and Chief Executive Officer